ClearBridge Energy MLP Fund Inc.
Form 8-K
January 28, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) **January 25, 2013**

ClearBridge Energy MLP Fund Inc.

(Exact name of registrant as specified in its charter)

Maryland	**811-22405**	**27-2282398**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

620 Eighth Avenue, New York, NY	**10018**
(Address of principal executive offices)	(Zip Code)

Registrant s telephone number, including area code: **(888) 777-0102**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425) o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ClearBridge Energy MLP Fund Inc.
CURRENT REPORT ON FORM 8-K

Item 7.01 Regulation FD Disclosure.

On January 25, 2013, ClearBridge Energy MLP Fund Inc. (the Fund) issued a press release, the text of which is attached hereto as Exhibit 99.1, stating that the Boards of Directors of certain closed-end funds advised by Legg Mason Partners Fund Advisors, LLC have appointed Eileen Kamerick as a member of the Board of Directors of each respective closed-end fund, effective February 1, 2013.

The information disclosed under this Item 7.01, including Exhibit 99.1, shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities under Section 18 and shall not be deemed to be incorporated by reference into any filing of the Fund under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

Exhibit Number	
99.1	Press Release of the Fund, dated January 25, 2013.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ClearBridge Energy MLP Fund Inc.
(Registrant)

Date: January 28, 2013

/s/ George P. Hoyt
(Signature)

Name: George P. Hoyt
Title: Assistant Secretary

EXHIBIT INDEX

Exhibit Number	
99.1	Press release of the Fund, dated January 25, 2013.

-left:2px;padding-top:2px;padding-bottom:2px;">
—

4,050

—

—

4,050

Excess tax benefits from stock-based compensation
—

—

983

—

—

983

Net earnings
—

—

—

357,929

—

357,929

Other comprehensive income (loss)
—

—

—

—

(3,696
)

(3,696
)
Balance as of December 31, 2011
295,258

$
2,953

16,856

1,424,371

14,796

1,458,976

Dividends paid in cash

—

—

—

(367,306
)

—

(367,306
)
Stock options exercised
1,306

13

29,631

—

—

29,644

Stock-based compensation
—

—

4,800

—

—

4,800

Excess tax benefits from stock-based compensation
—

—

10,149

—

—

10,149

Net earnings
—

—

—

420,536

—

420,536

Other comprehensive income (loss)
—

—

—

—

3,561

3,561

Balance as of December 31, 2012
296,564

$
2,966

61,436

1,477,601

18,357

1,560,360

Dividends paid in cash
—

—

—

(237,456
)

—

(237,456
)
Purchases of common stock
(200
)

(2
)

(9,078
)

—

—

(9,080
)
Stock options exercised
389

4

9,302

—

—

9,306

Stock-based compensation
—

—

5,400

—

—

5,400

Excess tax benefits from stock-based compensation
—

—

2,787

—

—

2,787

Net earnings
—

—

—

448,636

—

448,636

Other comprehensive income (loss)
—

—

—

—

(7,256
)

(7,256
)
Balance as of December 31, 2013
296,753

$
2,968

69,847

1,688,781

11,101

1,772,697

See accompanying notes to consolidated financial statements

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FASTENAL COMPANY AND SUBSIDIARIES
Consolidated Statements of Cash Flows
(Amounts in thousands)
For the year ended December 31,

	2013	2012	2011
Cash flows from operating activities:			
Net earnings	$448,636	420,536	357,929
Adjustments to reconcile net earnings to net cash provided by operating activities:			
Depreciation of property and equipment	63,770	53,459	44,113
(Gain) loss on sale of property and equipment	(643)	(403)	194
Bad debt expense	9,421	9,726	9,217
Deferred income taxes	8,129	15,442	15,747
Stock-based compensation	5,400	4,800	4,050
Excess tax benefits from stock-based compensation	(2,787)	(10,149)	—
Amortization of non-compete agreements	421	593	593
Changes in operating assets and liabilities:			
Trade accounts receivable	(51,593)	(43,291)	(77,678)
Inventories	(68,685)	(69,231)	(88,783)
Other current assets	(10,627)	(7,528)	(19,294)
Accounts payable	13,234	4,240	13,305
Accrued expenses	22,424	14,193	15,550
Income taxes	(14,714)	704	(3,222)
Other	(6,266)	3,201	(3,232)
Net cash provided by operating activities	416,120	396,292	268,489
Cash flows from investing activities:			
Purchases of property and equipment	(206,540)	(138,406)	(120,043)
Proceeds from sale of property and equipment	4,990	4,524	3,554
Net (increase) decrease in marketable securities	(97)	26,811	4,054
(Increase) decrease in other assets	(145)	(133)	212
Net cash used in investing activities	(201,792)	(107,204)	(112,223)
Cash flows from financing activities:			
Borrowings under line of credit	260,000	—	—
Payments against line of credit	(260,000)	—	—
Proceeds from exercise of stock options	9,306	29,644	8,939
Excess tax benefits from stock-based compensation	2,787	10,149	983
Purchases of common stock	(9,080)	—	—
Payment of dividends	(237,456)	(367,306)	(191,741)
Net cash used in financing activities	(234,443)	(327,513)	(181,819)
Effect of exchange rate changes on cash	(990)	360	(464)
Net decrease in cash and cash equivalents	(21,105)	(38,065)	(26,017)
Cash and cash equivalents at beginning of year	79,611	117,676	143,693
Cash and cash equivalents at end of year	$58,506	79,611	117,676
Supplemental disclosure of cash flow information:			
Cash paid during each year for interest	$113	—	—
Cash paid during each year for income taxes	$270,615	268,357	205,614

See accompanying notes to consolidated financial statements

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Fastenal Company and Subsidiaries
Notes to Consolidated Financial Statements
Note 1. Business Overview and Summary of Significant Accounting Policies
Business Overview
Fastenal is a leader in the wholesale distribution of industrial and construction supplies operating a store-based business with approximately 2,700 locations. These locations are primarily in North America.
Principles of Consolidation
The consolidated financial statements include the accounts of Fastenal Company and its subsidiaries (collectively referred to as ‘Fastenal’ or by such terms as ‘we’, ‘our’, or ‘us’). All material intercompany balances and transactions have been eliminated in consolidation.
Revenue Recognition and Accounts Receivable
Net sales include products, services, and freight and handling costs billed, net of any related sales incentives paid to customers and net of an estimate for product returns. We recognize revenue when persuasive evidence of an arrangement exists, title and risk of ownership have passed, the sales price is fixed or determinable, and collectibility is probable. These criteria are met at the time the product is shipped to, or picked up by, the customer. We recognize billings for freight and handling charges at the time the products are shipped to, or picked up by, the customer. We recognize services at the time the service is provided to the customer. We estimate product returns based on historical return rates. Accounts receivable are stated at their estimated net realizable value. The allowance for doubtful accounts is based on an analysis of customer accounts and our historical experience with accounts receivable write-offs. Sales taxes (and value added taxes in foreign jurisdictions) collected from customers and remitted to governmental authorities are accounted for on a net basis and therefore are excluded from net sales in the accompanying Consolidated Statements of Earnings.
Foreign Currency Translation and Transactions
The functional currency of our foreign operations is the applicable local currency. The functional currency is translated into United States dollars for balance sheet accounts (with the exception of retained earnings) using current exchange rates as of the balance sheet date, for retained earnings at historical exchange rates, and for revenue and expense accounts using a weighted average exchange rate during the period. The translation adjustments are deferred as a separate component of stockholders’ equity captioned accumulated other comprehensive income. Gains or losses resulting from transactions denominated in foreign currencies are included in operating and administrative expenses in the Consolidated Statements of Earnings.
Cash and Cash Equivalents
We consider all investments purchased with original maturities of three months or less to be cash equivalents.
Financial Instruments and Marketable Securities
All financial instruments are carried at amounts that approximate estimated fair value. The fair value is the price at which an asset could be exchanged in a current transaction between knowledgeable, willing parties. Assets measured at fair value are categorized based upon the lowest level of significant input to the valuations. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly through market corroboration. Level 3 inputs are unobservable inputs based upon our own assumptions used to measure assets and liabilities at fair value. In determining fair value we use observable market data when available. Marketable securities as of December 31, 2013 and 2012 consist of common stock. We classify our marketable securities as available-for-sale. Available-for-sale securities are recorded at fair value based on current market value. Unrealized holding gains and losses on available-for-sale securities are excluded from earnings but are included in comprehensive income and are reported as a separate component of stockholders’ equity until realized, unless a decline in the market value of any available-for-sale security is below cost then the amount is deemed other than temporary and is charged to earnings, resulting in the establishment of a new cost basis for the security.

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Fastenal Company and Subsidiaries
Notes to Consolidated Financial Statements—Continued

Inventories
Inventories, consisting of finished goods merchandise held for resale, are stated at the lower of cost (first in, first out method) or market.
Property and Equipment
Property and equipment are stated at cost. Depreciation on buildings and equipment is provided for using the straight-line method over the anticipated economic useful lives of the related property. Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If circumstances require a long-lived asset or asset group be tested for possible impairment, we first compare undiscounted cash flows expected to be generated by the asset or asset group to its carrying value. If the carrying value of the long-lived asset or asset group is not recoverable on an undiscounted cash flow basis, an impairment is recognized to the extent that the carrying value exceeds its fair value. Fair value is determined through various valuation techniques including discounted cash flow models, quoted market values, and third-party independent appraisals, as considered necessary. There were no impairments recorded during any of the three years reported in these consolidated financial statements.
Leases
We lease space under operating leases for certain distribution centers, stores, and manufacturing locations. These leases do not have significant rent escalation holidays, concessions, leasehold improvement incentives, or other build-out clauses. Any such terms are recognized as rent expense over the term of the lease. Further, the leases do not contain contingent rent provisions. Leasehold improvements on operating leases are amortized over their estimated service lives on a straight-line basis. We lease certain semi-tractors and pick-ups under operating leases.
Other Long-Lived Assets
Other assets consist of prepaid security deposits, goodwill, non-compete agreements, and other related intangible assets. Goodwill represents the excess of the purchase price over the fair value of net assets acquired. Goodwill is reviewed for impairment annually. The non-compete and related intangible assets are amortized on a straight-line basis over their estimated life.
Accounting Estimates
The preparation of financial statements in conformity with U.S. generally accepted accounting principles (GAAP) requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Actual results could differ from those estimates.
Insurance Reserves
We are self-insured for certain losses relating to medical, dental, workers' compensation, and other casualty losses. Specific stop loss coverage is provided for catastrophic claims in order to limit exposure to significant claims. Losses and claims are charged to operations when it is probable a loss has been incurred and the amount can be reasonably estimated. Accrued insurance liabilities are based on claims filed and estimates of claims incurred but not reported.
Product Warranties
We offer a basic limited warranty for certain of our products. The specific terms and conditions of those warranties vary depending upon the product sold. We typically recoup these costs through product warranties we hold with the original equipment manufacturers. Our warranty expense has historically been minimal.
Stock-Based Compensation
We estimate the value of stock option grants using a Black-Scholes valuation model. Stock-based compensation expense is recognized on a straight-line basis over the vesting period. Our stock-based compensation expense is recorded in operating and administrative expenses in the Consolidated Statements of Earnings.
We report the benefits of tax deductions in excess of recognized stock-based compensation as cash flows from financing activities, thereby reducing net operating cash flows and increasing net financing cash flows.

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Income Taxes

We account for income taxes under the asset and liability method. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

We recognize the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. We record interest and penalties related to unrecognized tax benefits in income tax expense.

Earnings Per Share

Basic net earnings per share is calculated using net earnings available to common stockholders divided by the weighted average number of shares of common stock outstanding during the year. Diluted net earnings per share is similar to basic net earnings per share except that the weighted average number of shares of common stock outstanding includes the incremental shares assumed to be issued upon the exercise of stock options considered to be ‘in-the-money’ (i.e. when the market price of our stock is greater than the exercise price of our outstanding stock options).

Segment Reporting

We have determined that we meet the aggregation criteria outlined in the accounting standards as our various operations have similar (1) economic characteristics, (2) products and services, (3) customers, (4) distribution channels, and (5) regulatory environments. Therefore, we report as a single business segment.

Fastenal Company and Subsidiaries
Notes to Consolidated Financial Statements—Continued

Note 2. Financial Instruments and Marketable Securities
We follow a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to measurements involving significant unobservable inputs (Level 3). The three levels of the fair value hierarchy and how they are determined are defined earlier in Note 1.
The following table presents the placement in the fair value hierarchy of assets that are measured at fair value on a recurring basis:

December 31, 2013:	Total	Level 1	Level 2	Level 3
Common stock	$451	451	—	—
Total available-for-sale securities	$451	451	—	—

December 31, 2012:	Total	Level 1	Level 2	Level 3
Common stock	$354	354	—	—
Total available-for-sale securities	$354	354	—	—

There were no transfers between levels during 2013 and 2012.
As of December 31, 2013, our financial assets that are measured at fair value on a recurring basis include only common stock.
Marketable securities, all treated as available-for-sale securities, consist of the following:

December 31, 2013:	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Common stock	$197	254	—	451
Total available-for-sale securities	$197	254	—	451

December 31, 2012:	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Common stock	$197	157	—	354
Total available-for-sale securities	$197	157	—	354

The unrealized gains and losses recorded in accumulated other comprehensive income and the realized gains and losses recorded in earnings were immaterial during the three years reported in these consolidated financial statements.
Future maturities of our available-for-sale securities consist of the following:

	Less than 12 months		Greater than 12 months	
December 31, 2013:	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Common stock	$197	451	—	—
Total available-for-sale securities	$197	451	—	—

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Fastenal Company and Subsidiaries
Notes to Consolidated Financial Statements—Continued

Note 3. Long-Lived Assets
Property and equipment
Property and equipment at year end consists of the following:

	Depreciable Life in Years	2013	2012
Land	—	$36,644	31,831
Buildings and improvements	15 to 40	216,852	200,439
Automated storage and retrieval equipment	5 to 30	98,474	69,404
Equipment and shelving	3 to 10	462,224	398,240
Transportation equipment	3 to 5	57,536	52,093
Construction in progress	—	148,172	88,071
		1,019,902	840,078
Less accumulated depreciation		(365,052)	(323,651)
Net property and equipment		$654,850	516,427

Note 4. Accrued Expenses
Accrued expenses at year end consist of the following:

	2013	2012
Payroll and related taxes	$21,960	19,614
Bonuses and commissions	12,502	14,159
Profit sharing contribution	12,211	11,110
Insurance	30,880	25,188
Promotions	18,047	13,581
Sales, real estate, and personal property taxes	47,784	38,562
Vehicle loss reserve and deferred rebates	36	200
Legal reserves	795	531
Other	4,364	3,210
	$148,579	126,155

Note 5. Stockholders' Equity
Our authorized, issued, and outstanding shares (stated in whole numbers) at year end consist of the following:

	Par Value	2013	2012
Preferred stock	.01/share		
Authorized		5,000,000	5,000,000
Shares issued and outstanding		—	—
Common stock	.01/share		
Authorized		400,000,000	400,000,000
Shares issued and outstanding		296,753,544	296,564,382

Dividends
On January 14, 2014, our board of directors declared a quarterly dividend of $0.25 per share of common stock to be paid in cash on February 28, 2014 to shareholders of record at the close of business on January 31, 2014. We paid aggregate annual dividends per share of $0.80, $1.24, and $0.65 in 2013, 2012, and 2011, respectively.

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Fastenal Company and Subsidiaries
Notes to Consolidated Financial Statements—Continued

Stock Options
The following tables summarize the details of grants made under our stock option plan that are still outstanding, and the assumptions used to value these grants. All options granted were effective at the close of business on the date of grant.

Date of Grant	Options Granted	Option Exercise (Strike) Price	Closing Stock Price on Date of Grant	December 31, 2013 Options Outstanding	Options Exercisable
April 16, 2013	205,000	$ 54.00	$49.25	172,500	—
April 17, 2012	1,235,000	$ 54.00	$49.01	1,127,500	—
April 19, 2011	410,000	$ 35.00	$31.78	350,000	25,000
April 20, 2010	530,000	$ 30.00	$27.13	300,000	—
April 21, 2009	790,000	$ 27.00	$17.61	413,300	173,300
April 15, 2008	550,000	$ 27.00	$24.35	206,750	113,000
April 17, 2007	4,380,000	$ 22.50	$20.15	1,786,580	1,131,080
Total	8,100,000			4,356,630	1,442,380

Date of Grant	Risk-free Interest Rate	Expected Life of Option in Years	Expected Dividend Yield	Expected Stock Volatility	Estimated Fair Value of Stock Option
April 16, 2013	0.7 %	5.00	1.6 %	37.42 %	$12.66
April 17, 2012	0.9 %	5.00	1.4 %	39.25 %	$13.69
April 19, 2011	2.1 %	5.00	1.6 %	39.33 %	$11.20
April 20, 2010	2.6 %	5.00	1.5 %	39.10 %	$8.14
April 21, 2009	1.9 %	5.00	1.0 %	38.80 %	$3.64
April 15, 2008	2.7 %	5.00	1.0 %	30.93 %	$7.75
April 17, 2007	4.6 %	4.85	1.0 %	31.59 %	$5.63

All of the options in the tables above vest and become exercisable over a period of up to eight years. Each option will terminate, to the extent not previously exercised, 13 months after the end of the relevant vesting period.
The fair value of each share-based option was estimated on the date of grant using a Black-Scholes valuation method that uses the assumptions listed above. The expected life is the average length of time over which we expect the employee groups will exercise their options, which is based on historical experience with similar grants. Expected volatilities are based on the movement of our stock over the most recent historical period equivalent to the expected life of the option. The risk-free interest rate is based on the U.S. Treasury rate over the expected life at the time of grant. The dividend yield is estimated over the expected life based on our current dividend payout, historical dividends paid, and expected future cash dividends.
A summary of the activity under our stock option plan is as follows:

	Options Outstanding	Exercise Price[1]	Remaining Life[2]
Outstanding as of January 1, 2013	4,835,792	$32.51	5.40
Granted	205,000	$54.00	8.41
Exercised	(389,162)	$23.91	
Cancelled/forfeited	(295,000)	$35.89	
Outstanding as of December 31, 2013	4,356,630	$34.06	4.66
Exercisable as of December 31, 2013	1,442,380	$23.61	2.74

Fastenal Company and Subsidiaries
Notes to Consolidated Financial Statements—Continued

	Options Outstanding	Exercise Price[1]	Remaining Life[2]
Outstanding as of January 1, 2012	5,132,750	$24.92	4.72
Granted	1,235,000	$54.00	8.41
Exercised	(1,305,708)	22.70	
Cancelled/forfeited	(226,250)	$34.12	
Outstanding as of December 31, 2012	4,835,792	$32.51	5.40
Exercisable as of December 31, 2012	1,168,792	$22.95	3.45

[1] Weighted-average exercise price
[2] Weighted-average remaining contractual life in years

The total intrinsic value of stock options exercised during the years ended December 31, 2013, 2012, and 2011 was $9,925, $34,424, and $4,977, respectively. The intrinsic value represents the difference between the exercise price and fair value of the underlying shares at a specified date.

At December 31, 2013, there was $15,976 of total unrecognized compensation cost related to unvested stock options granted under the plan. The cost is expected to be recognized over a weighted average period of 4.21 years. The total grant date fair value of options vested under our stock option plan during 2013, 2012, and 2011 was $3,508, $3,866, and $9,168, respectively.

Total stock-based compensation expense related to our stock option plan was $5,400, $4,800, and $4,050 for 2013, 2012, and 2011, respectively.

Earnings Per Share

The following tables present a reconciliation of the denominators used in the computation of basic and diluted earnings per share and a summary of the options to purchase shares of common stock which were excluded from the diluted earnings calculation because they were anti-dilutive:

Reconciliation	2013	2012	2011
Basic-weighted average shares outstanding	296,754,160	296,089,348	295,053,790
Weighted shares assumed upon exercise of stock options	929,428	1,061,602	814,936
Diluted-weighted average shares outstanding	297,683,588	297,150,950	295,868,726

Summary of Anti-dilutive Options Excluded	2013	2012	2011
Options to purchase shares of common stock	1,273,527	847,254	704,384
Weighted-average exercise prices of options	$54.00	54.00	32.05

Any dilutive impact summarized above would relate to periods when the average market price of our stock exceeded the exercise price of the potentially dilutive option securities then outstanding.

Note 6. Retirement Savings Plan

The Fastenal Company and Subsidiaries 401(k) and Employee Stock Ownership Plan covers all of our employees in the United States. Our employees in Canada may participate in a Registered Retirement Savings Plan. The general purpose of both of these plans is to provide additional financial security during retirement by providing employees with an incentive to make regular savings. In addition to the contributions of our employees, we make a profit sharing contribution on an annual basis based on an established formula. Our contribution under this profit sharing formula was approximately $12,211, $11,110 and $7,717 for 2013, 2012, and 2011, respectively.

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Fastenal Company and Subsidiaries
Notes to Consolidated Financial Statements—Continued

Note 7. Income Taxes
Earnings before income taxes were derived from the following sources:

	2013	2012	2011
Domestic	$697,062	649,098	545,527
Foreign	16,406	25,057	29,554
	$713,468	674,155	575,081

Components of income tax expense (benefit) are as follows:

2013 :	Current	Deferred	Total
Federal	$220,588	8,547	229,135
State	29,073	527	29,600
Foreign	7,487	(1,390)	6,097
	$257,148	7,684	264,832

2012 :	Current	Deferred	Total
Federal	$202,095	14,742	216,837
State	27,586	981	28,567
Foreign	8,476	(261)	8,215
	$238,157	15,462	253,619

2011 :	Current	Deferred	Total
Federal	$164,125	17,343	181,468
State	28,669	(244)	28,425
Foreign	8,683	(1,424)	7,259
	$201,477	15,675	217,152

Income tax expense in the accompanying consolidated financial statements differs from the expected expense as follows:

	2013	2012	2011
Federal income tax expense at the ‘expected’ rate of 35%	$249,714	235,954	201,278
Increase (decrease) attributed to:			
State income taxes, net of federal benefit	17,150	19,565	18,210
State tax matters	(467)	884	737
Other, net	(1,565)	(2,784)	(3,073)
Total income tax expense	$264,832	253,619	217,152

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Fastenal Company and Subsidiaries
Notes to Consolidated Financial Statements—Continued

The tax effects of temporary differences that give rise to deferred income tax assets and liabilities at year end are as follows:

	2013	2012
Deferred income tax assets (liabilities):		
Inventory costing and valuation methods	$3,834	4,045
Allowance for doubtful accounts receivable	3,586	2,618
Insurance claims payable	10,594	7,825
Promotions payable	1,240	945
Accrued legal reserves	309	207
Stock-based compensation	5,974	4,715
Federal and state benefit of uncertain tax positions	1,158	1,871
Foreign net operating loss and credit carryforwards	5,089	3,309
Foreign valuation allowances	(2,819)	(2,090)
Other, net	(1,482)	(952)
Total deferred income tax assets	27,483	22,493
Property and equipment	(72,490)	(59,371)
Total deferred income tax liabilities	(72,490)	(59,371)
Net deferred income tax assets (liabilities)	$(45,007)	(36,878)

A reconciliation of the beginning and ending amount of total gross unrecognized tax benefits is as follows:

	2013	2012
Balance at start of year:	$5,331	4,653
Increase related to prior year tax positions	37	172
Decrease related to prior year tax positions	(1,695)	(1,025)
Increase related to current year tax positions	1,058	2,170
Decrease related to statute of limitation lapses	—	—
Settlements	(1,449)	(639)
Balance at end of year:	$3,282	5,331

Included in the liability for unrecognized tax benefits is an immaterial amount for interest and penalties, both of which we classify as a component of income tax expense. The amount of unrecognized tax benefits that would favorably impact the effective tax rate, if recognized, is not material.

Fastenal Company or one of its subsidiaries files income tax returns in the United States federal jurisdiction, all states, and various foreign jurisdictions. With limited exceptions, we are no longer subject to income tax examinations by taxing authorities for taxable years before 2010 in the case of United States federal and non-United States examinations and 2009 in the case of state and local examinations.

In general, it is our practice and intention to reinvest the earnings of our foreign subsidiaries into our foreign operations. As of December 31, 2013, we have not made a provision for United States income taxes or for additional foreign withholding taxes on approximately $85,000 of the excess of the amount for financial reporting over the tax basis of investments in foreign subsidiaries that are essentially permanent in duration. Generally, such amounts become subject to United States taxation upon the remittance of dividends and under certain other circumstances. It is not practicable to estimate the amount of deferred income tax liabilities related to investments in these foreign subsidiaries.

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Fastenal Company and Subsidiaries
Notes to Consolidated Financial Statements—Continued

Note 8. Geographic Information
Our revenues and long-lived assets relate to the following geographic areas:

Revenues	2013	2012	2011
United States	$2,951,673	2,798,124	2,474,805
Canada	227,756	218,570	198,592
Other foreign countries	146,677	116,883	93,462
	$3,326,106	3,133,577	2,766,859

Long-Lived Assets	2013	2012	2011
United States	$632,783	495,609	426,329
Canada	22,572	15,954	11,105
Other foreign countries	11,968	17,613	11,376
	$667,323	529,176	448,810

The accounting policies of the operations in the various geographic areas are the same as those described in the summary of significant accounting policies. Long-lived assets consist of property and equipment, location security deposits, goodwill, and other intangibles. Revenues are attributed to countries based on the location of the store from which the sale occurred. No single customer represents 10% or more of our consolidated net sales.

Note 9. Operating Leases
We lease space under non-cancelable operating leases for several distribution centers, several manufacturing locations, and certain store locations with initial terms of one to 60 months. Most store locations have initial lease terms of 36 to 48 months. These leases do not have significant rent escalation holidays, concessions, leasehold improvement incentives, or other build-out clauses. Any such terms are recognized as rent expense over the term of the lease. Further, the leases do not contain contingent rent provisions. Leasehold improvements, with a net book value of $1,827 at December 31, 2013, on operating leases are amortized over a 36-month period. We lease certain semi-tractors and pick-ups under operating leases. The semi-tractor leases typically have a 36-month term. The pick-up leases typically have a non-cancelable lease term of approximately one year, with renewal options for up to 72-months. Our average lease term for pick-ups is typically for 28 to 36 months. Future minimum annual rentals for the leased facilities and the leased vehicles are as follows:

	Leased Facilities	Leased Vehicles	Total
2014	$89,289	20,263	109,552
2015	65,242	10,796	76,038
2016	41,115	4,733	45,848
2017	20,575	—	20,575
2018	8,894	—	8,894
2019 and thereafter	—	—	—
	$225,115	35,792	260,907

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Rent expense under all operating leases was as follows:

	Leased Facilities	Leased Vehicles	Total
2013	$99,483	32,907	132,390
2012	$96,540	29,039	125,579
2011	$95,808	23,866	119,674

Certain operating leases for vehicles contain residual value guarantee provisions which would generally become due at the expiration of the operating lease agreement if the fair value of the leased vehicles is less than the guaranteed residual value. The aggregate residual value guarantee related to these leases is approximately $44,720. We believe the likelihood of funding the guarantee obligation under any provision of the operating lease agreements is remote, except for a $36 loss on disposal reserve provided at December 31, 2013. Our fleet also contains vehicles we estimate will settle at a gain. Gains on these vehicles will be recognized when we sell or dispose of the vehicle or at the end of the lease term.

Note 10. Commitments and Contingencies

Credit Facilities and Commitments

In December 2012, we entered into a $125,000 unsecured revolving credit facility. The facility includes a $40,000 letter of credit subfacility. The facility will expire, and any outstanding loans under the facility will mature, on December 13, 2015. At year end there were undrawn letters of credit outstanding under the facility, with a face amount of $34,415. No loans were outstanding under the facility at year end.

Loans under the facility, other than swing line loans, bear interest at a rate per annum equal to, at our election, either (i) LIBOR for an interest period of one month, reset daily, plus 0.875%, or (ii) LIBOR for an interest period of one, two, three, six or twelve months as selected by us, reset at the end of the selected interest period, plus 0.875%. Swing line loans bear interest at a rate per annum equal to LIBOR for an interest period of one month, reset daily, plus 0.875%. We pay a commitment fee for the unused portion of the facility of 0.10% per annum if the average quarterly utilization of the facility is 20% or more, or 0.125% per annum if the average quarterly utilization of the facility is less than 20%. For each letter of credit issued under the facility, we pay a commission fee on the amount available to be drawn under such letter of credit equal to 0.875% per annum and, subject to certain exceptions, an issuance fee equal to 0.075% of the face amount of such letter of credit.

During 2001, we completed the construction of a new building for our Kansas City warehouse, and completed an expansion of this warehouse in 2004. We were required to obtain financing for the construction and expansion of this facility under an Industrial Revenue Bond ('IRB'). We subsequently purchased 100% of the outstanding bonds under the IRB at par. In addition to purchasing the outstanding obligations, we have a right of offset included in the IRB debt agreement. Accordingly, we have netted the impact of the IRB in the accompanying consolidated financial statements. The outstanding balance of the IRB was approximately $3,200 at December 31, 2013 and 2012.

Legal Contingencies

We are involved in certain legal actions. The outcomes of these legal actions are not within our complete control and may not be known for prolonged periods of time. In some actions, the claimants seek damages, as well as other relief, that could require significant expenditures or result in lost revenues. We record a liability for these legal actions when a loss is known or considered probable and the amount can be reasonably estimated. If the reasonable estimate of a known or probable loss is a range, and no amount within the range is a better estimate than any other, the minimum amount of the range is accrued. If a loss is reasonably possible but not known or probable, and can be reasonably estimated, the estimated loss or range of loss is disclosed. In most cases, significant judgment is required to estimate the amount and timing of a loss to be recorded. As of December 31, 2013, there were no litigation matters that we consider to be probable or reasonably possible to have a material adverse outcome.

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Fastenal Company and Subsidiaries
Notes to Consolidated Financial Statements—Continued

Note 11. Sales by Product Line
The percentages of our net sales by product line are as follows:

Type	Introduced	2013	2012	2011
Fasteners[1]	1967	42.1%	44.0%	46.9%
Tools	1993	9.2%	9.3%	9.4%
Cutting tools	1996	5.4%	5.1%	4.6%
Hydraulics & pneumatics	1996	7.3%	7.6%	7.8%
Material handling	1996	5.7%	6.0%	6.1%
Janitorial supplies	1996	7.0%	6.6%	6.2%
Electrical supplies	1997	4.6%	4.7%	4.7%
Welding supplies	1997	4.5%	4.3%	3.9%
Safety supplies	1999	11.2%	9.3%	7.9%
Metals	2001	0.5%	0.5%	0.5%
Direct ship[2]	2004	1.5%	1.6%	1.6%
Office supplies	2010	0.1%	0.1%	0.1%
Other		0.9%	0.9%	0.3%
		100.0%	100.0%	100.0%

[1] Fastener product line represents fasteners and miscellaneous supplies.

[2] Direct ship represents a cross section of products from the eleven product lines. The items included here represent certain items with historically low margins which are shipped directly from our distribution channel to our customers, bypassing our store network.

Note 12. Subsequent Events
We evaluated all subsequent event activity and concluded that no subsequent events have occurred that would require recognition in the financial statements or disclosure in the notes to the financial statements, with the exception of the dividend disclosed in note 5.

Note 13. New and Proposed Accounting Pronouncements
In June 2011, the Financial Accounting Standards Board ('FASB') issued Accounting Standards Update ('ASU') No. 2011-06, Comprehensive Income (Topic 820). This accounting standard update eliminates the option to present components of other comprehensive income as part of the statement of equity and requires that the total of comprehensive income, the components of net income, and the components of other comprehensive income be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. It also requires presentation on the face of the financial statements of reclassification adjustments for items that are reclassified from other comprehensive income to net income in the statement(s) where the components of net income and the components of other comprehensive income are presented. This accounting standard update was effective beginning in our first quarter of fiscal 2012. The adoption of this accounting standard did not have an impact on our financial statements other than the presentation of the required information.
In February 2013, the FASB issued ASU No. 2013-02, Comprehensive Income (Topic 220) Reporting of Amounts Reclassified Out Of Accumulated Other Comprehensive Income. This accounting standard requires an entity to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required under U.S. GAAP to be reclassified to net income in its entirety in the same reporting period. For other amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures required under U.S. GAAP

that provide additional detail about those amounts. This accounting standard update was effective beginning in our first quarter of 2013. The adoption of this accounting standard did not have a material impact on our financial statements.

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Fastenal Company and Subsidiaries
Notes to Consolidated Financial Statements—Continued

Proposed Accounting Pronouncements
In May 2013, the FASB reissued an exposure draft on lease accounting that would require entities to recognize assets and liabilities arising from lease contracts on the balance sheet. The proposed exposure draft states that lessees and lessors should apply a "right-of-use model" in accounting for all leases. Under the proposed model, lessees would recognize an asset for the right to use the leased asset, and a liability for the obligation to make rental payments over the lease term. When measuring the asset and liability, variable lease payments are excluded whereas renewal options that provide a significant economic incentive upon renewal would be included. The lease expense from real estate based leases would continue to be recorded under a straight line approach, but other leases not related to real estate would be expensed using an effective interest method that would accelerate lease expense. Comments were due by September 13, 2013 and redeliberations are anticipated in 2014. Upon issuance of a final standard, we will evaluate the impact the adoption of the guidance would have on our financial position, results of operations, and cash flows. We believe knowledge of this information is useful to the reader of our financial statements as many of our store locations and many of our vehicles are currently leased, and those leases are accounted for as operating leases.

Note 14. Selected Quarterly Financial Data (Unaudited)
(Amounts in thousands except per share information)

2013 :	Net Sales	Gross Profit	Pre-tax Earnings	Net Earnings	Basic Net Earnings per Share
First quarter	$806,326	421,880	175,172	109,048	0.37
Second quarter	847,596	442,721	192,379	121,009	0.41
Third quarter	858,424	443,395	188,643	119,350	0.40
Fourth quarter	813,760	411,449	157,274	99,229	0.33
Total	$3,326,106	1,719,445	713,468	448,636	1.51

2012 :	Net Sales	Gross Profit	Pre-tax Earnings	Net Earnings	Basic Net Earnings per Share[1]
First quarter	$768,875	394,177	161,129	100,194	0.34
Second quarter	804,890	415,151	179,039	112,306	0.38
Third quarter	802,577	414,375	175,836	109,320	0.37
Fourth quarter	757,235	390,821	158,151	98,716	0.33
Total	$3,133,577	1,614,524	674,155	420,536	1.42

[1] Note – Amounts may not foot due to rounding difference.

End of Notes to Consolidated Financial Statements

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ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

As of the end of the period covered by this report, we conducted an evaluation, under the supervision and with the participation of our principal executive officer and principal financial officer, of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the 'Securities Exchange Act')). Based on this evaluation, the principal executive officer and principal financial officer concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Securities Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and is accumulated and communicated to our management, including the principal executive officer and principal financial officer, to allow for timely decisions regarding required disclosure.

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Attestation Report of Independent Registered Public Accounting Firm
The attestation report required under this item is contained earlier in this Form 10-K under the heading 'Item 8, Financial Statements and Supplementary Data'.
Management’s Annual Report on Internal Control Over Financial Reporting
Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act. The Company’s internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles. The Company’s internal control over financial reporting includes those policies and procedures that:

(i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

(ii) provide reasonable assurance that the transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and

(iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.
Under the supervision of our principal executive officer and our principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control – Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our assessment and those criteria, management believes that the Company maintained effective internal control over financial reporting as of December 31, 2013. There was no change in the Company’s internal control over financial reporting during the Company’s most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

/s/ Willard D. Oberton	/s/ Daniel L. Florness
Willard D. Oberton	Daniel L. Florness
Chief Executive Officer	Executive Vice-President and Chief Financial Officer

Winona, MN
February 6, 2014

ITEM 9B. OTHER INFORMATION
None.

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PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

Incorporated herein by reference is the information appearing under the headings 'Proposal #1 — Election of Directors', 'Corporate Governance and Director Compensation—Board Leadership Structure and Committee Membership', 'Corporate Governance and Director Compensation—Audit Committee', and 'Corporate Governance and Director Compensation—Section 16(a) Beneficial Ownership Reporting Compliance' in the Proxy Statement. See also Part I hereof under the heading 'Item X. Executive Officers of the Registrant'.

There have been no material changes to the procedures by which security holders may recommend nominees to the board of directors since our last report.

In January 2004, our board of directors adopted a supplement to our existing standards of conduct designed to qualify the standards of conduct as a code of ethics within the meaning of Item 406(b) of Regulation S-K promulgated by the SEC ('Code of Ethics'). The standards of conduct, as supplemented, apply to all of our directors, officers, and employees, including without limitation our chief executive officer, chief financial officer, principal accounting officer, and controller (if any), and persons performing similar functions ('Senior Financial Officers'). Those portions of the standards of conduct, as supplemented, that constitute a required element of a Code of Ethics are available without charge by submitting a request to us pursuant to the directions detailed under 'Does Fastenal have a Code of Conduct?' on the 'Investor FAQs' page of the 'Investors' section of our website at www.fastenal.com. In the event we amend or waive any portion of the standards of conduct, as supplemented, that constitutes a required element of a Code of Ethics and such amendment or waiver applies to any of our Senior Financial Officers, we intend to post on our website, within four business days after the date of such amendment or waiver, a brief description of such amendment or waiver, the name of each Senior Financial Officer to whom the amendment or waiver applies, and the date of the amendment or waiver.

ITEM 11. EXECUTIVE COMPENSATION

Incorporated herein by reference is the information appearing under the headings 'Corporate Governance and Director Compensation—Compensation Committee Interlocks and Insider Participation', 'Executive Compensation', and 'Corporate Governance and Director Compensation—Compensation of our Directors' in the Proxy Statement.

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ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Incorporated herein by reference is the information appearing under the heading 'Security Ownership of Principal Shareholders and Management' in the Proxy Statement.

Equity Compensation Plan Information

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants, and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants, and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders	4,536,630	$34.06	7,225,440
Equity compensation plans not approved by security holders	—	—	—
Total	4,536,630		7,225,440

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Incorporated herein by reference is the information appearing under the headings 'Corporate Governance and Director Compensation—Director Independence and Other Board Matters', 'Corporate Governance and Director Compensation—Related Person Transaction Approval Policy', and 'Corporate Governance and Director Compensation—Transactions with Related Persons' in the Proxy Statement.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Incorporated herein by reference is the information appearing under the heading 'Audit and Related Matters—Audit and Related Fees' and 'Audit and Related Matters—Pre-Approval of Services' in the Proxy Statement.

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PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

a) 1. Financial Statements:

Consolidated Balance Sheets as of December 31, 2013 and 2012
Consolidated Statements of Earnings for the years ended December 31, 2013, 2012, and 2011
Consolidated Statements of Comprehensive Income for the years ended December 31, 2013, 2012, and 2011
Consolidated Statements of Stockholders' Equity for the years ended December 31, 2013, 2012, and 2011
Consolidated Statements of Cash Flows for the years ended December 31, 2013, 2012, and 2011
Notes to Consolidated Financial Statements
Report of Independent Registered Public Accounting Firm

2. Financial Statement Schedules:

Schedule II—Valuation and Qualifying Accounts

3. Exhibits:

3.1	Restated Articles of Incorporation of Fastenal Company, as amended effective as of April 17, 2012 (incorporated by reference to Exhibit 3.1 to Fastenal Company's Form 10-Q for the quarter ended March 31, 2012)
3.2	Restated By-Laws of Fastenal Company (incorporated by reference to Exhibit 3.2 to Fastenal Company's Form 8-K dated as of October 15, 2010)
10.1	Description of Bonus Arrangements for Executive Officers (incorporated by reference to the information appearing under the heading 'Executive Compensation – Compensation Discussion and Analysis' in the Proxy Statement)*
10.2	Fastenal Company Stock Option Plan (incorporated by reference to Exhibit A to Fastenal Company's Proxy Statement dated February 23, 2007)*
10.3	Fastenal Company Incentive Plan (incorporated by reference to Appendix A to Fastenal Company's Proxy Statement dated February 23, 2012)*
10.4	Credit Agreement dated as of December 13, 2012 among Fastenal Company, the Lenders from time to time party thereto, and Wells Fargo Bank, National Association, as Administrative Agent, Swingline Lender and Issuing Lender (incorporated by reference to Exhibit 10.1 to Fastenal Company's Form 8-K dated as of December 19, 2012)
13	Portions of 2013 Annual Report to Shareholders not included in this Form 10-K (only those sections specifically incorporated by reference in this Form 10-K shall be deemed filed with the SEC)
21	List of Subsidiaries
23	Consent of Independent Registered Public Accounting Firm
31	Certifications under Section 302 of the Sarbanes-Oxley Act of 2002
32	Certification under Section 906 of the Sarbanes-Oxley Act of 2002
101	The following materials formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Earnings, (iii) the Consolidated Statements of

Comprehensive Income, (iv) the Consolidated Statements of Cash Flows, (v) the Consolidated Statements of Stockholders' Equity, and (vi) the Notes to Consolidated Financial Statements.

We will furnish copies of these Exhibits upon request and payment of our reasonable expenses in furnishing the Exhibits.
* Management contract or compensatory plan or arrangement required to be filed as an exhibit to this Form 10-K pursuant to Item 15(b).

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FASTENAL COMPANY
Schedule II—Valuation and Qualifying Accounts
Years ended December 31, 2013, 2012, and 2011
(Amounts in thousands)

Description	Balance at Beginning of Year	"Additions" Charged to Costs and Expenses		"Other" Additions (Deductions)	"Less" Deductions		Balance at End of Year
Year ended December 31, 2013							
Allowance for doubtful accounts	$6,728	9,421		—	6,901		9,248
Insurance reserves	$25,188	52,658	1	—	46,966	2	30,880
Year ended December 31, 2012							
Allowance for doubtful accounts	$5,647	9,726		—	8,645		6,728
Insurance reserves	$30,548	43,024	1	—	48,384	2	25,188
Year ended December 31, 2011							
Allowance for doubtful accounts	$4,761	9,217		—	8,331		5,647
Insurance reserves	$28,067	46,287	1	—	43,806	2	30,548

[1] Includes costs and expenses incurred for premiums and claims related to health and general insurance.
[2] Includes costs and expenses paid for premiums and claims related to health and general insurance.
See accompanying Report of Independent Registered Public Accounting Firm incorporated herein by reference.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: February 6, 2014

FASTENAL COMPANY

By /s/ Willard D. Oberton
Willard D. Oberton, Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

Date: February 6, 2014

/s/ Willard D. Oberton Willard D. Oberton, Chief Executive Officer (Principal Executive Officer) and Director	/s/ Daniel L. Florness Daniel L. Florness, Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
/s/ Robert A. Kierlin Robert A. Kierlin, Director (Chairman)	/s/ Stephen M. Slaggie Stephen M. Slaggie, Director
/s/ Michael M. Gostomski Michael M. Gostomski, Director	/s/ Michael J. Dolan Michael J. Dolan, Director
/s/ Reyne K. Wisecup Reyne K. Wisecup, Director	/s/ Hugh L. Miller Hugh L. Miller, Director
/s/ Michael J. Ancius Michael J. Ancius, Director	/s/ Scott A. Satterlee Scott A. Satterlee, Director
/s/ Rita J. Heise Rita J. Heise, Director	/s/ Darren R. Jackson Darren R. Jackson, Director

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INDEX TO EXHIBITS

3.1	Restated Articles of Incorporation of Fastenal Company, as amended	Incorporated by Reference
3.2	Restated By-Laws of Fastenal Company	Incorporated by Reference
10.1	Description of Bonus Arrangements for Executive Officers	Incorporated by Reference
10.2	Fastenal Company Stock Option Plan	Incorporated by Reference
10.3	Fastenal Company Incentive Plan	Incorporated by Reference
10.4	Credit Agreement dated as of December 13, 2012 among Fastenal Company, the Lenders from time to time thereto, and Wells Fargo Bank, National Association, as Administrative Agent, Swingline Lender and Issuing Lender	Incorporated by Reference
13	Portions of 2013 Annual Report to Shareholders not included in this Form 10-K (only those sections specifically incorporated by reference in this Form 10-K shall be deemed filed with the SEC)	Electronically Filed
21	List of Subsidiaries	Electronically Filed
23	Consent of Independent Registered Public Accounting Firm	Electronically Filed
31	Certifications under Section 302 of the Sarbanes-Oxley Act of 2002	Electronically Filed
32	Certification under Section 906 of the Sarbanes-Oxley Act of 2002	Electronically Filed
EX 101.INS	XBRL Instance Document	Electronically Filed
EX 101.SCH	XBRL Taxonomy Extension Schema Document	Electronically Filed
EX 101.CAL	XBRL Taxonomy Calculation Linkbase Document	Electronically Filed
EX 101.DEF	XBRL Taxonomy Definition Linkbase Document	Electronically Filed
EX 101.LAB	XBRL Taxonomy Label Linkbase Document	Electronically Filed
EX 101.PRE	XBRL Taxonomy Presentation Linkbase Document	Electronically Filed